

United States Bankruptcy Court
Western District of Washington

IN RE:**Adams, Sam A. & Adams, Erika M.**Case No. 14-15003Chapter 11

Debtor(s)

STATEMENT OF FINANCIAL AFFAIRS

This statement is to be completed by every debtor. Spouses filing a joint petition may file a single statement on which the information for both spouses is combined. If the case is filed under chapter 12 or chapter 13, a married debtor must furnish information for both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed. An individual debtor engaged in business as a sole proprietor, partner, family farmer, or self-employed professional, should provide the information requested on this statement concerning all such activities as well as the individual's personal affairs. To indicate payments, transfers and the like to minor children, state the child's initials and the name and address of the child's parent or guardian, such as "A.B., a minor child, by John Doe, guardian." Do not disclose the child's name. See, 11 U.S.C. §112 and Fed. R. Bankr. P. 1007(m).

Questions 1 - 18 are to be completed by all debtors. Debtors that are or have been in business, as defined below, also must complete Questions 19 - 25. **If the answer to an applicable question is "None," mark the box labeled "None."** If additional space is needed for the answer to any question, use and attach a separate sheet properly identified with the case name, case number (if known), and the number of the question.

DEFINITIONS

"In business." A debtor is "in business" for the purpose of this form if the debtor is a corporation or partnership. An individual debtor is "in business" for the purpose of this form if the debtor is or has been, within six years immediately preceding the filing of this bankruptcy case, any of the following: an officer, director, managing executive, or owner of 5 percent or more of the voting or equity securities of a corporation; a partner, other than a limited partner, of a partnership; a sole proprietor or self-employed full-time or part-time. An individual debtor also may be "in business" for the purpose of this form if the debtor engages in a trade, business, or other activity, other than as an employee, to supplement income from the debtor's primary employment.

"Insider." The term "insider" includes but is not limited to: relatives of the debtor; general partners of the debtor and their relatives; corporations of which the debtor is an officer, director, or person in control; officers, directors, and any persons in control of a corporate debtor and their relatives; affiliates of the debtor and insiders of such affiliates; any managing agent of the debtor. 11 U.S.C. § 101(2),(31).

1. Income from employment or operation of business

None State the gross amount of income the debtor has received from employment, trade, or profession, or from operation of the debtor's business, including part-time activities either as an employee or in independent trade or business, from the beginning of this calendar year to the date this case was commenced. State also the gross amounts received during the **two years** immediately preceding this calendar year. (A debtor that maintains, or has maintained, financial records on the basis of a fiscal rather than a calendar year may report fiscal year income. Identify the beginning and ending dates of the debtor's fiscal year.) If a joint petition is filed, state income for each spouse separately. (Married debtors filing under chapter 12 or chapter 13 must state income of both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

AMOUNT SOURCE

531,000.00 Gross Income 2013--\$531,000**Adjusted for payments of funds as "conduit" as disclosed herein to approximately \$121,000.****987,000.00 Gross Income 2012--approx. \$987,000****Adjusuted for "conduit payments of approximately \$100,000.****127,538.33 Gross Income--2014 YTD--approximatley \$127,538.33**

2. Income other than from employment or operation of business

None State the amount of income received by the debtor other than from employment, trade, profession, operation of the debtor's business during the **two years** immediately preceding the commencement of this case. Give particulars. If a joint petition is filed, state income for each spouse separately. (Married debtors filing under chapter 12 or chapter 13 must state income for each spouse whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

AMOUNT SOURCE

**37,600.00 NFL Qualified Pension Annuity payments of approx. \$4,700/mo. starting in November 2013; total of
\$37,600 in specified two-year period.**

3. Payments to creditors

Complete a. or b., as appropriate, and c.

None *a. Individual or joint debtor(s) with primarily consumer debts:* List all payments on loans, installment purchases of goods or services, and other debts to any creditor made within **90 days** immediately preceding the commencement of this case unless the aggregate value of all property that constitutes or is affected by such transfer is less than \$600. Indicate with an asterisk (*) any payments that were made to a creditor on account of a domestic support obligation or as part of an alternative repayment schedule under a plan by an approved nonprofit budgeting and credit counseling agency. (Married debtors filing under chapter 12 or chapter 13 must include payments by either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

b. Debtor whose debts are not primarily consumer debts: List each payment or other transfer to any creditor made within **90 days** immediately preceding the commencement of the case unless the aggregate value of all property that constitutes or is affected by such transfer is less than \$6,255.* If the debtor is an individual, indicate with an asterisk (*) any payments that were made to a creditor on account of a domestic support obligation or as part of an alternative repayment schedule under a plan by an approved nonprofit budgeting and credit counseling agency. (Married debtors filing under chapter 12 or chapter 13 must include payments and other transfers by either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

*Amount subject to adjustment on 4/01/16, and every three years thereafter with respect to cases commenced on or after the date of adjustment.

NAME AND ADDRESS OF CREDITOR	DATE OF PAYMENTS/TRANSFERS	AMOUNT PAID OR VALUE OF TRANSFERS	AMOUNT STILL OWING
Emily Crane C/O Matthew C. Crane 2101 Fourth Ave. Suite 2400 Seattle, WA 98121-2320	after April 3, 2014	5,000.00	3,000.00
see disclosure on SOFA Question No. 4a and 4 b; creditor garnished approximately \$5,000 from Debtor's bank account.			
Amount listed are approximate.			
Rodger D. May And Lisa May 4317 S. 188th St. Sea Tac, WA 98188-5027	3/30/2014	30,323.83	0.00
see Transfer to King County Treasurer noted in SOFA Question No. 10 a in amount of \$30,323.83. Other debt is listed on Sch. D. This creditor alleges delinquency under lease and/or purchase and sale agreement.			

None *c. All debtors:* List all payments made within **one year** immediately preceding the commencement of this case to or for the benefit of creditors who are or were insiders. (Married debtors filing under chapter 12 or chapter 13 must include payments by either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF CREDITOR AND RELATIONSHIP TO DEBTOR	DATE OF PAYMENT	AMOUNT PAID	AMOUNT STILL OWING
David V. Konsa 1615 S. Meyers S. Tacoma, WA 98465 father of Ms. Adams	first half 2013	80,000.00	0.00
This payment was for a loan owed by Hollystone Holdings, Inc.; the funds went through the Debtors' personal bank account, but this account served as a mere conduit, since the source of the funds was from Hollystone Holdings, Inc.			

4. Suits and administrative proceedings, executions, garnishments and attachments

None *a. List all suits and administrative proceedings to which the debtor is or was a party within **one year** immediately preceding the filing of this bankruptcy case. (Married debtors filing under chapter 12 or chapter 13 must include information concerning either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)*

CAPTION OF SUIT AND CASE NUMBER	NATURE OF PROCEEDING	COURT OR AGENCY AND LOCATION	STATUS OR DISPOSITION
H-P Properties/All Star, LLC v. Sam Adams et. ux.King Co. Cause No. 14-2-12618-2	Unlawful Detainer	King County Superior Court	pending; stayed by this proceeding
Emily Crane v. West Seattle Health Club, LLC and Same Adams, King Co. Cause No. 14-2 -02112-7 SEA	wage claim	King County Superior Court	Default Judgment entered March 7, 2014 in amount of \$8,067.00; writ of garnishment issued on or about April 3, 2014 and obtained approx. \$5,000 from Debtors' bank account,
H-P Properties/All Star, LLC v. Sam Adams et. ux.King Co.	unlawful detainer	King County Superior Court	action aborted or abandoned by

Cause No. 14-2-01013-3 KNT

MS Kearny Ct. 1 LLC v. Sam Adams and Erika Adams King Co. Cause No. 14-2-01206-3 Sea	collection action on personal guarantees	King County Superior Court	landlord/plaintiff--wee other responses to SOFA 4 a. default judgment entered on or about March 13, 2014 in amount of \$656,231.85
Seattle Athletic Club, Inc. v. West alleged copyright and trademark Seattle Athletic Club, LLC, Sam Adams, King Co. Cause No. 13-2-22100-4SEA	copyright and/or trademark infringement	King County Superior Court	action removed to Federal Court in U.S. Dist. Cause No. 2:13-cv-01768-MJP on or about 9/30/2013
Seattle Athletic Club, Inc. v. West copyright and/or trademark Seattle Athletic Club, LLC and Sam Adams, USDC No. 13:13-cv-01768-MJP	infringement	US District Court for Western District of Washington at Seattle	action pending
Enrico Pascual v. Hollystone Holdings, Inc., Oregon Athletic Clubs, and Sam Adams, No. 13050710	Wage Claim	Circuit Court of the State of Oregon for the County of Multnomah	pending
H-P Properties/All Stars, LLC v. Sam Adams and Erika Adams, et. al. King Co. Cause No. 14-2-12618-2KNT	Unlawful Detainer	King County Superior Court	pending; stayed by this action; show cause hearing stricken
Notice of Claim of Lien--Atlas Electrical Contractors, Inc. re: Hawthorn Farm Athletic Club, LLC, naming Sam Adams as lien debtor	claim of contractors or materialman's lien under Oregon law	none known	claim of lien dated 5/8/13; claim has since been paid in full

- None b. Describe all property that has been attached, garnished or seized under any legal or equitable process within **one year** immediately preceding the commencement of this case. (Married debtors filing under chapter 12 or chapter 13 must include information concerning property of either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF PERSON FOR WHOSE BENEFIT PROPERTY WAS SEIZED
**Emily Crane
C/O Matthew C. Crane
2101 Fourth Ave. Suite 2400
Seattle, WA 98121-2320**

DATE OF SEIZURE
after 4-3-14

DESCRIPTION AND VALUE OF PROPERTY
approx. \$5,000 in Debtor's bank account

5. Repossessions, foreclosures and returns

- None a. List all property that has been repossessed by a creditor, sold at a foreclosure sale, transferred through a deed in lieu of foreclosure or returned to the seller, within **one year** immediately preceding the commencement of this case. (Married debtors filing under chapter 12 or chapter 13 must include information concerning property of either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

6. Assignments and receiverships

- None a. Describe any assignment of property for the benefit of creditors made within **120 days** immediately preceding the commencement of this case. (Married debtors filing under chapter 12 or chapter 13 must include any assignment by either or both spouses whether or not a joint petition is filed, unless the spouses are separated and joint petition is not filed.)

- None b. List all property which has been in the hands of a custodian, receiver, or court-appointed official within **one year** immediately preceding the commencement of this case. (Married debtors filing under chapter 12 or chapter 13 must include information concerning property of either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

7. Gifts

- None a. List all gifts or charitable contributions made within **one year** immediately preceding the commencement of this case except ordinary and usual gifts to family members aggregating less than \$200 in value per individual family member and charitable contributions aggregating less than \$100 per recipient. (Married debtors filing under chapter 12 or chapter 13 must include gifts or contributions by either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

8. Losses

None List all losses from fire, theft, other casualty or gambling within **one year** immediately preceding the commencement of this case **or since the commencement of this case**. (Married debtors filing under chapter 12 or chapter 13 must include losses by either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

9. Payments related to debt counseling or bankruptcy

None List all payments made or property transferred by or on behalf of the debtor to any persons, including attorneys, for consultation concerning debt consolidation, relief under the bankruptcy law or preparation of a petition in bankruptcy within **one year** immediately preceding the commencement of this case.

NAME AND ADDRESS OF PAYEE	DATE OF PAYMENT, NAME OF PAYOR IF OTHER THAN DEBTOR	AMOUNT OF MONEY OR DESCRIPTION AND VALUE OF PROPERTY
Lawrence K. Engel Attorney At Law 40 Lake Bellevue #100 Bellevue, WA 98005	6/27/14	12,000.00

The Applicant has provided Mr. Engel with a \$10,283.00 pre-filing retainer from property of the estate, in addition to the an advance of costs for the filing fee of \$1,717.00. Mr. Engel has applied the sum of \$2,337.50 (8.5 hours @ \$275 per hour) to his pre-filing legal services (leaving a balance of the pre-filing retainer of \$7,945.50). Documentation is provided at ECF Docket Nos. 23-25.

10. Other transfers

None a. List all other property, other than property transferred in the ordinary course of the business or financial affairs of the debtor, transferred either absolutely or as security within **two years** immediately preceding the commencement of this case. (Married debtors filing under chapter 12 or chapter 13 must include transfers by either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF TRANSFEREE, RELATIONSHIP TO DEBTOR	DATE	DESCRIBE PROPERTY TRANSFERRED AND VALUE RECEIVED
Emerald City Health Club Properties, LLC C/O Montgomery Purdue Blakenship Et. Al 2500 Columbia Center, 701 5th Ave. Seattle, WA 98104 creditor	1st Qtr. 2013	

Abstract of Judgment filed in Emerald City Health Club Properties, LLC v. Epicenter Bellevue, LLC, Adams, et. ux, et. al., King Co. Cause No. 12-2-24231-3 SEA on or about July 19, 2012; the claim was satisfied by Sam Adams individually by payment of the sum of in excess of \$300,000 in first qtr. 2013 [however, funds were run through personal account, which was used as a "mere conduit" for business funds from ultimate obligor or other business obligor]. See also Emerald City Health Club v. Epicenter Bellevue et. al., Sno. County Cause No. 12-2-05171-1 for underlying Confession of Judgment

Emily Crane C/O Matthew C. Crane 2101 Fourth Ave. Suite 2400 Seattle, WA 98121-2320 creditor	after April 3, 2014	\$5,000 from Debtor's bank account based on garnishment
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alleged personal liability on wage claim; see SOFA Question 4 a.

Kearny Real Estate Company Ms Kearny Ct. 1 LLC 1900 Ave. Of The Stars #230 Los Angeles, CA 90067	3/13/14	Judgment entered against Debtors
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See Response to SOFA Question No. 4a above.

David Konsa 1615 S. Meyers St. Tacoma, WA 98465 father of Ms. Adams	first half 2013
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See description in response to SOFA Question No. 3c above.

McKittrick Building Co. 3602 SW Lander Seattle, WA 98126 transferee	2013
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This payment was for a loan owed by Hollystone Holdings, Inc.; the funds went through the Debtors' personal bank account, but this account served as a mere conduit, since the source of the funds was from Hollystone Holdings, Inc.

Rodger D. May And Lisa May

4317 S. 188th St.
Sea Tac, WA 98188-5027

executory purchase and sale agreement for real property at 13245 Holmes Point Dr. NE, Kirkland, WA 98034 executed on or about August 15, 2012 (with 5 years to close transaction); purchase price of \$3,800,000, \$250,000 down payment made; current FMV of property is approximately \$4,500,000 [which has been improved by the Debtors]; related residential tenancy also listed on Sch. G.

Rodger D. May And Lisa May
4317 S. 188th St.
Sea Tac, WA 98188-5027
creditor

2/20/14

\$10,000 on rent payment; see Sch. G.

Rodger D. May And Lisa May
4317 S. 188th St.
Sea Tac, WA 98188-5027

3/30/14

payment of \$30,323.83 in real estate taxes to King County Treasurer for Holmes Point real property listed on Sch. G.

None b. List all property transferred by the debtor within **ten years** immediately preceding the commencement of this case to a self-settled trust or similar device of which the debtor is a beneficiary.

11. Closed financial accounts

None List all financial accounts and instruments held in the name of the debtor or for the benefit of the debtor which were closed, sold, or otherwise transferred within **one year** immediately preceding the commencement of this case. Include checking, savings, or other financial accounts, certificates of deposit, or other instruments; shares and share accounts held in banks, credit unions, pension funds, cooperatives, associations, brokerage houses and other financial institutions. (Married debtors filing under chapter 12 or chapter 13 must include information concerning accounts or instruments held by or for either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF INSTITUTION	TYPE OF ACCOUNT, LAST FOUR DIGITS OF ACCOUNT NUMBER, AND AMOUNT OF FINAL BALANCE	AMOUNT AND DATE OF SALE OR CLOSING
U.S. Bank WA	checking and savings	-0-; date of closing was 3rd Qtr. 2013
Wells Fargo Bank WA	checking/savings	-0-/3rd Qtr. 2013
Bank Of America	checking/savings	-0-/3rd Qtr. 2013

12. Safe deposit boxes

None List each safe deposit or other box or depository in which the debtor has or had securities, cash, or other valuables within **one year** immediately preceding the commencement of this case. (Married debtors filing under chapter 12 or chapter 13 must include boxes or depositories of either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

13. Setoffs

None List all setoffs made by any creditor, including a bank, against a debt or deposit of the debtor within **90 days** preceding the commencement of this case. (Married debtors filing under chapter 12 or chapter 13 must include information concerning either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

14. Property held for another person

None List all property owned by another person that the debtor holds or controls.

NAME AND ADDRESS OF OWNER	DESCRIPTION AND VALUE OF PROPERTY <i>see comment below</i>	LOCATION OF PROPERTY
Jeremy Adams 34022 Se Strouf St. Snoqualmie, WA 98065-8733	Machinery and equipment identified on Sch. B (50% interest); various businesses identified on Schedule B (50%) interest. Children's Property	

This includes children's bank accounts with balances continually at or around \$200 (Debtors are guardians and/or trustees for children on these bank accounts); miscellaneous items of personal property given to children as gifts (electronic equipment, games, etc.) [FMV less than \$1,500).

15. Prior address of debtor

None If debtor has moved within **three years** immediately preceding the commencement of this case, list all premises which the debtor occupied during that period and vacated prior to the commencement of this case. If a joint petition is filed, report also any separate address of either spouse.

ADDRESS 8507 Ne Juanita Dr., Kirkland, WA 98034	NAME USED Sam Adams and Erika Adams	DATES OF OCCUPANCY 2000 to present
13245 Holmes Point Drive NE, Kirkland, WA 98034	Sam Adams and Erika Adams	January 2013 to present

16. Spouses and Former Spouses

None If the debtor resides or resided in a community property state, commonwealth, or territory (including Alaska, Arizona, California, Idaho, Louisiana, Nevada, New Mexico, Puerto Rico, Texas, Washington, or Wisconsin) within **eight years** immediately preceding the commencement of the case, identify the name of the debtor's spouse and of any former spouse who resides or resided with the debtor in the community property state.

NAME
Sam Adams and Erika Adams

17. Environmental Information

For the purpose of this question, the following definitions apply:

“Environmental Law” means any federal, state, or local statute or regulation regulating pollution, contamination, releases of hazardous or toxic substances, wastes or material into the air, land, soil, surface water, groundwater, or other medium, including, but not limited to, statutes or regulations regulating the cleanup of these substances, wastes or material.

“Site” means any location, facility, or property as defined under any Environmental Law, whether or not presently or formerly owned or operated by the debtor, including, but not limited to, disposal sites.

“Hazardous Material” means anything defined as a hazardous waste, hazardous substance, toxic substance, hazardous material, pollutant, or contaminant or similar term under an Environmental Law.

None a. List the name and address of every site for which the debtor has received notice in writing by a governmental unit that it may be liable or potentially liable under or in violation of an Environmental Law. Indicate the governmental unit, the date of the notice, and, if known, the Environmental Law.

None b. List the name and address of every site for which the debtor provided notice to a governmental unit of a release of Hazardous Material. Indicate the governmental unit to which the notice was sent and the date of the notice.

None c. List all judicial or administrative proceedings, including settlements or orders, under any Environmental Law with respect to which the debtor is or was a party. Indicate the name and address of the governmental unit that is or was a party to the proceeding, and the docket number.

18. Nature, location and name of business

None a. *If the debtor is an individual*, list the names, addresses, taxpayer-identification numbers, nature of the businesses, and beginning and ending dates of all businesses in which the debtor was an officer, director, partner, or managing executive of a corporation, partner in a partnership, sole proprietor, or was self-employed in a trade, profession, or other activity either full- or part-time within **six years** immediately preceding the commencement of this case, or in which the debtor owned 5 percent or more of the voting or equity securities within **six years** immediately preceding the commencement of this case.

If the debtor is a partnership, list the names, addresses, taxpayer identification numbers, nature of the businesses, and beginning and ending dates of all businesses in which the debtor was a partner or owned 5 percent or more of the voting or equity securities, within **six years** immediately preceding the commencement of this case.

If the debtor is a corporation, list the names, addresses, taxpayer identification numbers, nature of the businesses, and beginning and ending dates of all businesses in which the debtor was a partner or owned 5 percent or more of the voting or equity securities within **six years** immediately preceding the commencement of this case.

NAME		LAST FOUR DIGITS OF SOCIAL- SECURITY OR OTHER INDIVIDUAL TAXPAYER-I.D. NO. (ITIN)/COMPLETE EIN		ADDRESS 2629 SW Andover St. Seattle, WA 98126	NATURE OF BUSINESS holding company for various entities	BEGINNING AND ENDING DATES 9/3/12 to present
		80-237-555				
Hollystone Holdings, Inc.						

WA UBI # 603237555; owned 50% by Sam Adams and 50% by Jeremy Adams, his brother.

Riverplace Athletic Club LLC	37-1701705	0150 SE Montgomery Portland, OR 97201	operation of athletic club	9/4/12 tp 9/30/12
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Oregon Business Registration--882207-94; WA UBI # 603-235-287; owned 50% by Sam Adams and 50% by Jeremy Adams, his brother.

Bethany Athletic Club, LLC 46-0998454 15670 NW Central Dr.
Portland, OR 97229 operation of athletic club 9/15/12 to 9/30/13

Oregon Business Registration #882210-99;WA UBI 603-235-500; owned 50% by Sam Adams and 50% by Jeremy Adams, his brother.

Hawthorn Farm Athletic Club LLC 90-0888120 4800 NE Belknap Court
Hillsboro, OR 97214 operation of athletic club 9/4/12 to 9/30/13

Oregon Business Registration #882208-93;WA UBI 882208-93; owned 50% by Sam Adams and 50% by Jeremy Adams, his brother.

Duniway Park Athletic Club, LLC 46-1038402 2831 SW Barbir Blvd.
Portland, OR 97201 operation of athletic club 9/21/12 to 9/30/12

Oregon Business Registration # 886922-93; WA UBI #603-240-587; owned 50% by Sam Adams and 50% by Jeremy Adams, his brother.

West Seattle Athletic Club LLC 46-1558390 2629 SW Andover St.
Seattle, WA 98126 operation of athletic club 12/14/13 to 12/31/13

WA UBI #603-260-421; owned 50% by Sam Adams and 50% by Jeremy Adams, his brother.

Lincoln Plaza Athletic Club, LLC 45-5043808 31 Montana Ave.
Tacoma, WA 98126 operation of athletic club 4/5/12 to 4/30/14

WA UBI #603-196-125; owned 50% by Sam Adams and 50% by Jeremy Adams, his brother.

The West Seattle Club, LLC 46-4497610 2629 SW Andover St.
Seattle, WA 98126 operation of athletic club 1/13/14 to present

WA UBI # 603-365-819; owned 50% by Sam Adams and 50% by Jeremy Adams, his brother.

Hollystone Holdings Athletic Club, LLC 218 Main St. #514
Kirkland, WA 98033

predecessor of Hollystone Holdings, Inc.; did not do business; WA UBI #603-289-804; owned 50% by Sam Adams and 50% by Jeremy Adams, his brother.

Bethany Village Athletic Club, LLC 218 Main St. #514
Kirkland, WA 98033 operation of athletic club 9/5/12 to 9/30/13

WA UBI # 603-235-500; owned 50% by Sam Adams and 50% by Jeremy Adams, his brother.

Epicenter Holdings, LLC 45-2576749 1419 3rd Ave.
Seattle, WA 98101 operation of athletic club 6/16/2011 to 6/30/12

WA UBI #603121831

Epicenter Everett, LLC 218 Main St. #514
Kirkland, WA 98033 operation of athletic club 12/30/08 to 12/31/13

WA UBI #602888533

Epicenter Bellevue LLC 84-1681076 7403 Lakewood Dr. W #11
Lakewood, WA 98499-7951 operation of athletic club 9/1/05 to 8/1/12

WA UBI #602489359

Epicenter Seattle, LLC 7403 Lakewood Dr. SW #11
Lakewood, WA 98499-7951 operation of athletic club 7/1/04 to 7/31/11

WA UBI # 408683

Epicenter Seattle Executive LLC 45-2555115 3400 Capital Blvd. S #101
Tumwater, WA 98501-3308 operation of athletic club 6/11/11 to 6/30/14

WA UBI # 603121830; see also # 602996501 and

None b. Identify any business listed in response to subdivision a., above, that is "single asset real estate" as defined in 11 U.S.C. § 101.



The following questions are to be completed by every debtor that is a corporation or partnership and by any individual debtor who is or has been, within **six years** immediately preceding the commencement of this case, any of the following: an officer, director, managing executive, or owner of more than 5 percent of the voting or equity securities of a corporation; a partner, other than a limited partner, of a partnership, a sole proprietor, or self-employed in a trade, profession, or other activity, either full- or part-time.

*(An individual or joint debtor should complete this portion of the statement **only** if the debtor is or has been in business, as defined above, within the six years immediately preceding the commencement of this case. A debtor who has not been in business within those six years should go directly to the signature page.)*

19. Books, records and financial statements

None a. List all bookkeepers and accountants who within the **two years** immediately preceding the filing of this bankruptcy case kept or supervised the keeping of books of account and records of the debtor.

None b. List all firms or individuals who within the **two years** immediately preceding the filing of this bankruptcy case have audited the books of account and records, or prepared a financial statement of the debtor.

None c. List all firms or individuals who at the time of the commencement of this case were in possession of the books of account and records of the debtor. If any of the books of account and records are not available, explain.

NAME AND ADDRESS

**Sam Adams
13245 Holmes Point Drive NE
Kirkland, WA 98034**

None d. List all financial institutions, creditors, and other parties, including mercantile and trade agencies, to whom a financial statement was issued by the debtor within the **two years** immediately preceding the commencement of this case.

20. Inventories

None a. List the dates of the last two inventories taken of your property, the name of the person who supervised the taking of each inventory, and the dollar amount and basis of each inventory.

None b. List the name and address of the person having possession of the records of each of the two inventories reported in a., above.

21. Current Partners, Officers, Directors and Shareholders

None a. If the debtor is a partnership, list the nature and percentage of partnership interest of each member of the partnership.

None b. If the debtor is a corporation, list all officers and directors of the corporation, and each stockholder who directly or indirectly owns, controls, or holds 5 percent or more of the voting or equity securities of the corporation.

22. Former partners, officers, directors and shareholders

None a. If the debtor is a partnership, list each member who withdrew from the partnership within **one year** immediately preceding the commencement of this case.

None b. If the debtor is a corporation, list all officers, or directors whose relationship with the corporation terminated within **one year** immediately preceding the commencement of this case.

23. Withdrawals from a partnership or distributions by a corporation

None If the debtor is a partnership or corporation, list all withdrawals or distributions credited or given to an insider, including compensation in any form, bonuses, loans, stock redemptions, options exercised and any other perquisite during **one year** immediately preceding the commencement of this case.

24. Tax Consolidation Group

None If the debtor is a corporation, list the name and federal taxpayer identification number of the parent corporation of any consolidated group for tax purposes of which the debtor has been a member at any time within **six years** immediately preceding the commencement of the case.

25. Pension Funds.

None If the debtor is not an individual, list the name and federal taxpayer identification number of any pension fund to which the debtor, as an employer, has been responsible for contributing at any time within **six years** immediately preceding the commencement of the case.

[If completed by an individual or individual and spouse]

I declare under penalty of perjury that I have read the answers contained in the foregoing statement of financial affairs and any attachments thereto and that they are true and correct.

Date: July 25, 2014 Signature /s/ Sam A. Adams _____ **Sam A. Adams**
of Debtor

Date: July 25, 2014 Signature /s/ Erika M. Adams _____ **Erika M. Adams**
of Joint Debtor
(if any)

_____ **0** continuation pages attached

Penalty for making a false statement: Fine of up to \$500,000 or imprisonment for up to 5 years or both. 18 U.S.C. § 152 and 3571.